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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BMG MUSIC PUBLISHING NA LLC

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. BMG MUSIC PUBLISHING NA LLC
(Name of Foreign Limited Liability Company)
2. CALIFORNIA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 95-3104625
(FEI number, if applicable)
4. FEBRUARY 25, 1977
(Date of Organization)
5. _____
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 245 FIFTH AVENUE, 8TH FLOOR
NEW YORK, NY 10001
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
SEE ATTACHED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: MUSIC PUBLISHER



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ROBERT SORRENTINO, MANAGER & PRESIDENT OF SALE MEMBER

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BMG MUSIC PUBLISHING NA LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: 

(Signature)

Harry B. Davis
Asst. Vice President

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Directors / Officers Report

As of 12/20/2006

BMG MUSIC PUBLISHING NA LLC**Officers****Nicholas Firth****Chairman of the Board**

Primary Address: 245 Fifth Avenue, 8th F Last Elected: 3/1/2006
New York, New York 10001

Scott Francis**President**

Primary Address: 8750 Wilshire Blvd. Last Elected: 3/1/2006
Beverly Hills, California 90211-2713

Laurent Hubert**Executive Vice President and Chief Operating Officer**

Primary Address: 245 Fifth Avenue, 8th F Last Elected: 3/1/2006
New York, New York 10001

Carol Lipkin**Vice President**

Primary Address: 245 Fifth Avenue, 8th F Last Elected: 3/1/2006
New York, New York 10001

Robert J. Sorrentino**Vice President, Taxes**

Primary Address: c/o Bertelsmann, Inc. Last Elected: 3/1/2006
1745 Broadway
New York, NY 10019 (USA)

Brian C. Roberts**Treasurer**

Primary Address: 245 Fifth Avenue, 8th F Last Elected: 3/1/2006
New York, New York 10001

Peter Brodsky**Secretary**

Primary Address: 245 Fifth Avenue, 8th F Last Elected: 3/1/2006
New York, New York 10001

Jacqueline Chasey**Assistant Secretary**

Primary Address: c/o Bertelsmann, Inc. Last Elected: 12/11/2006
1745 Broadway
New York, NY 10019 (USA)

Managers**Jacqueline Chasey****Manager**

Primary Address: c/o Bertelsmann, Inc. Last Elected: 12/14/2006
1745 Broadway
New York, NY 10019 (USA)

Nicholas Firth**Manager**

Primary Address: 245 Fifth Avenue, 8th F Last Elected: 12/14/2006

Directors / Officers Report

As of 12/20/2006

BMG MUSIC PUBLISHING NA LLC

New York, New York 10001

Robert J. Sorrentino

Manager

Primary Address:

c/o Bertelsmann, Inc.

Last Elected:

12/14/2006

1745 Broadway

New York, NY 10019 (USA)

**State of California
Secretary of State**

**CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY**

I, **BRUCE McPHERSON**, Secretary of State of the State of California, hereby certify:

That on the **14th day of December 2006**, **BMG MUSIC PUBLISHING NA LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of December 21, 2006.



BRUCE McPHERSON
Secretary of State